

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11  
: :  
W.R. GRACE & CO., *et al.*, : Case No. 01-1139 (JKF)  
: :  
Debtors. : (Jointly Administered)

**NO ORDER REQUIRED  
CERTIFICATION OF NO OBJECTION TO THE TWELFTH QUARTERLY FEE  
APPLICATION OF SAUL EWING LLP, CO-COUNSEL TO THE OFFICIAL  
COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
JANUARY 1, 2012 THROUGH MARCH 31, 2012  
[RE: DOCKET NO. 28957]**

On May 23, 2012, Saul Ewing LLP ("Saul Ewing"), co-counsel to the Official Committee of Equity Security Holders, filed its Twelfth Quarterly Fee Application for Compensation and Reimbursement of Expenses [Docket No. 28957] (the "Application"). The Application provided an objection deadline of 4:00 p.m. (Eastern Time) on June 12, 2012. The undersigned hereby certifies that she has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Amended Administrative Order Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated May 3, 2001, the Debtors are authorized to pay Saul Ewing \$25,433.20 which represents eighty percent (80%) of the total fees (\$31,791.50), and \$609.54, which represents 100% of the expenses requested in the Application for their period January 1, 2012 through March 31, 2012, upon the filing of this Certification and without the need for entry of a Court order approving the Application.

**SAUL EWING LLP**

By: /s/ Teresa K.D. Currier  
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Co-Counsel to the Official Committee of Equity  
Security Holders

Dated: June 14, 2012